

# FUTURE CORPORATE RESOURCES LIMITED

30<sup>th</sup> August, 2016

To,  
Dept. of Corporate Services (CRD)  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai- 400 001  
Fax Nos.: 22723121 / 22722037 /  
22722039 / 22722041 / 22722061 /  
22723719 / 22721082

Listing Department  
National Stock Exchange of India  
Limited  
Exchange Plaza,  
Bandra - Kurla Complex,  
Bandra (East),  
Mumbai- 400 051  
Fax Nos. 26598237 / 26598238

BSE Scrip Code: 540064

NSE Symbol: FRETAIL

Dear Sir / Madam,

**Sub: Disclosure pursuant to regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.**

With reference to above subject, we are enclosing herewith disclosure pursuant to regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 along with Part B with respect to holding of shares in "Future Retail Limited"

Kindly take the above on your record.

Thanking you,

Yours faithfully,

**For Future Corporate Resources Limited**

  
**Authorised Signatory**



Encl: as above

**Format for Disclosures under Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

Part-A- Details of the Acquisition

1	Name of the Target Company (TC)	Future Retail Limited (formerly known as Bharti Retail Limited)		
2	Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer (\$)	Kishore Biyani, Future Corporate Resources Limited, PIL Industries Limited, Gargi Business Ventures Private Limited, Ryka Commercial Ventures Private Limited, Manz Retail Private Limited, Future Capital Investment Private Limited, Akar Estate and Finance Private Limited, Ashni Biyani, Anil Biyani, Gopikishan Biyani, Laxminarayan Biyani, Rakesh Biyani, Sunil Biyani, Vijay Biyani and Vivek Biyani.		
3	Whether the acquirer belongs to Promoter/ Promoter group	Yes		
4	Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited, National Stock Exchange of India Limited		
5	Details of the acquisition as follows	Number	% w.r.t. total share/voting capital wherever applicable(*)	% w.r.t. total diluted share/voting capital of the TC (**)
6	<b>Before the acquisition under consideration, holding of acquirer along with PACs of:</b>			
	a) Shares carrying voting rights	230,115,436	48.82	48.82
	b) Shares in the nature of encumbrance (pledge/ lien/non-disposal undertaking/ others)	-	-	-
	c) Voting rights (VR) otherwise than by equity shares	-	-	-
	d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	-	-	-
	<b>e) Total (a+b+c)</b>	<b>230,115,436</b>	<b>48.82</b>	<b>48.82</b>
7	<b>Details of acquisition</b>			
	a) Shares carrying voting rights acquired	-	-	-
	b) VRs acquired /sold otherwise than by equity shares	-	-	-
	c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired	-	-	-
	d) Shares in the nature of encumbrance (pledge/ lien/non-disposal undertaking/ others)	-	-	-
	<b>e) Total (a+b+c+/-d)</b>	<b>-</b>	<b>-</b>	<b>-</b>
8	<b>After the acquisition, holding of acquirer along with PACs of:</b>			
	a) Shares in the nature of encumbrance (pledge/ lien/non-disposal undertaking/ others) Shares pledged with the acquirer	230,115,436	48.82	48.82
	b) VRs otherwise than by equity shares	-	-	-
	c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	-	-	-
	<b>d) Total (a+b+c)</b>	<b>230,115,436</b>	<b>48.82</b>	<b>48.82</b>
9	Mode of acquisition (e.g. open market / public issue / rights issue / preferential allotment / inter-se transfer/encumbrance, etc.)	Allotment of 23,01,15,436 Shares made pursuant to the Composite Scheme of Arrangement between Future Enterprises Limited (formerly known as - 'Future Retail Limited') and Future Retail Limited (formerly known as - 'Bharti Retail Limited') and their respective shareholders and creditors ("the Scheme").		
10	Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares, etc.			
8	Date of acquisition of/ date of receipt of intimation of allotment of shares / VR/ warrants/convertible securities/any other instrument that entitles the acquirer to receive shares in the TC.	Date of Listing: 29 August, 2016.		
11	Equity share capital / total voting capital of the TC before the said acquisition	Rs.94,26,77,114 divided into 47,13,38,557 equity shares of Rs.2/- each		
12	Equity share capital/ total voting capital of the TC after the said acquisition	Rs.94,26,77,114 divided into 47,13,38,557 equity shares of Rs.2/- each		
13	*Total diluted share/voting capital of the TC after the said acquisition	Rs.94,26,77,114 divided into 47,13,38,557 equity shares of Rs.2/- each		



\* The TC has issued 1542 number of OCDs of Rs.10,00,000 each aggregating to Rs.154.20 crores, redeemable/convertible at option of TC within a period of eighteen months from 1st May 2016 being the date of allotment, at a price to be calculated as per Regulations 76(1) of SEBI (ICDR) Regulations, 2009. As it is not certain, whether the OCDs will be redeemed or converted and further since the conversion price is not ascertainable at this point, dilution due to conversion has not been considered in the above disclosure.

Place: Mumbai  
Date: 30.08.2016



For and Behalf of Promoters / PAC's  
Future Corporate Resources Limited

*[Signature]*  
Director / Authorised Signatory

(\*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange.

(\*\*) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

(\*\*\*) Part-B shall be disclosed to the Stock Exchanges but shall not be disseminated.

(\$) The shareholding of the promoter(s), member of the promoter group and PAC are mentioned in Annexure I.

Annexure I				
Sl. No.	Particulars of the shareholding of person(s) mentioned at (3) above	Number of shares	% w.r.t. total share / voting capital wherever applicable	% of total diluted share / voting capital of TC (*)
1	Kishore Biyani	2,121	0.00	0.00
2	Future Corporate Resources Limited	177,545,090	37.67	37.67
3	PIL Industries Limited	44,136,090	9.36	9.36
4	Gargi Business Ventures Private Limited	4,550,000	0.97	0.97
5	Ryka Commercial Ventures Private Limited	1,684,663	0.36	0.36
6	Manz Retail Private Limited	1,579,103	0.34	0.34
7	Future Capital Investment Private Limited	531,375	0.11	0.11
8	Akar Estate and Finance Private Limited	1,000	0.00	0.00
9	Ashni Biyani	71,147	0.02	0.02
10	Anil Biyani	2,121	0.00	0.00
11	Gopikishan Biyani	2,121	0.00	0.00
12	Laxminarayan Biyani	2,121	0.00	0.00
13	Rakesh Biyani	2,121	0.00	0.00
14	Sunil Biyani	2,121	0.00	0.00
15	Vijay Biyani	2,121	0.00	0.00
16	Viviek Biyani	2,121	0.00	0.00
	<b>Total</b>	<b>230,115,436</b>	<b>48.82</b>	<b>48.82</b>